



中國投資

CHINA INVESTMENT FUND COMPANY LIMITED

中國投資基金有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00612)

PROXY FORM FOR USE AT THE ADJOURNED EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 13 JULY 2016

I/We¹ _____
of _____
being the registered holder(s) of² _____
shares of HK\$0.05 each in the share capital of China Investment Fund Company Limited (the "Company")
HEREBY APPOINT³ _____
of _____
or failing him, the chairman of the adjourned extraordinary general meeting of the Company (the "Adjourned Extraordinary General Meeting" or "Adjourned EGM") as my/our proxy to act for me/us and to vote for me/us and on my/our behalf at the Adjourned Extraordinary General Meeting (or any adjourned meeting) to be held at Falcon Room, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 13 July 2016 at 3:00 p.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of the Adjourned Extraordinary General Meeting dated 24 June 2016 as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions (based on the proposed resolutions of the Requisitionists as explained in the circular of the Company dated 24 June 2016)		FOR ⁴	AGAINST ⁴
1.	To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Luk Hong Man, Hammond from his office of executive director of the Company with immediate effect;		
2.	To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Zhang Xi from his office of executive director of the Company with immediate effect;		
3.	To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Yao Yuan from his office of non-executive director of the Company with immediate effect;		
4.	(i) To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Wang Mengtao from his office of non-executive director of the Company with immediate effect;		
	(ii) To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Leung Ka Fai from his office of independent non-executive director of the Company with immediate effect;		
	(iii) To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Guo Miao from his office of independent non-executive director of the Company with immediate effect;		
	(iv) To consider and if thought fit the passing of an ordinary resolution of the Company to remove Ms. Jing Siyuan from her office of independent non-executive director of the Company with immediate effect;		
5.	To consider and if thought fit the passing of an ordinary resolution of the Company to appoint Mr. Fan Weiyong as non-executive director of the Company with immediate effect;		
6.	To consider and if thought fit the passing of an ordinary resolution of the Company to appoint Ms. Lin Yan Jenny as non-executive director of the Company with immediate effect;		

* For identification purpose only

Ordinary Resolutions (proposed by the board of directors)		FOR ⁴	AGAINST ⁴
7.	Conditional upon Resolution 8(i) set out in the notice of the Adjourned EGM not being passed, to consider and if thought fit the passing of an ordinary resolution of the Company to re-elect Mr. Wang Mengtao as non-executive director of the Company with immediate effect;		
8.	Conditional upon Resolution 8(ii) set out in the notice of the Adjourned EGM not being passed, to consider and if thought fit the passing of an ordinary resolution of the Company to re-elect Mr. Leung Ka Fai as independent non-executive director of the Company with immediate effect;		
9.	Conditional upon Resolution 8(iii) set out in the notice of the Adjourned EGM not being passed, to consider and if thought fit the passing of an ordinary resolution of the Company to re-elect Mr. Guo Miao as independent non-executive director of the Company with immediate effect;		
10.	Conditional upon Resolution 8(iv) set out in the notice of the Adjourned EGM not being passed, to consider and if thought fit the passing of an ordinary resolution of the Company to re-elect Ms. Jing Siyuan as independent non-executive director of the Company with immediate effect;		
11.	Conditional upon Resolution No. 4 set out in the notice of the Adjourned EGM not being passed, to consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Yao Yuan from his office of non-executive director of the Company with immediate effect;		
12.	To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Yao Zhixiang from his office of non-executive director of the Company with immediate effect; and		
13.	To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Shi Minqiang from his office of non-executive director of the Company with immediate effect.		

Signature⁵ _____

Dated this _____ day of _____ 2016

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.05 each in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy. A proxy need not be a member of the Company.
4. **Important: If you wish to vote for the resolution, tick in the appropriate box marked "For". If you wish to vote against the resolution, tick in the appropriate box marked "Against".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred in above.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney or other person duly authorised.
6. Where there are joint holders of any share, any one of such joint holder may vote at the meeting or any adjourned meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting or any adjourned meeting, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holdings.
7. To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time of the meeting or any adjourned meeting.
8. Any alteration made to this proxy form must be initialled by the person who signs it.